

EXHIBIT J
FORM OF CERTIFICATE OF AGREEMENT COMPLIANCE

RECORDING REQUESTED BY AND
AFTER RECORDING RETURN TO:

BOEING REALTY CORPORATION
Douglas Park
P.O. Box 93005
Long Beach, California
Attn: _____

CERTIFICATE OF AGREEMENT COMPLIANCE

The City of Long Beach ("City") does hereby certify as follows:

1. On _____, City and McDonnell Douglas Corporation ("Company") entered into that certain Development Agreement for the development of Douglas Park, which Development Agreement was recorded as Instrument No. _____ in the Recorder's Office of the County of Los Angeles.

2. On _____, City completed its most recent annual review of the Development Agreement pursuant to California Government Code section 65865.1 and Section 5 of the Development Agreement.

3. Based upon the most recent annual statement of compliance submitted by Company and/or its successors or assigns, the most recent annual review and the information currently and actually known to City, as of the date set forth in paragraph 2 above, the Development Agreement has not been modified or amended by the City and Company [modify to reflect any amendments] and remains in effect.

4. Based upon the most recent annual statement of compliance submitted by Company and/or its successors or assigns, the most recent annual review and the information currently and actually known to City, as of the date set forth in paragraph 2 above, Company was in good faith compliance with the Development Agreement.

IN WITNESS WHEREOF, this Certificate is hereby executed by a duly authorized officer of the City as of [_____, ____].

CITY OF LONG BEACH, a charter city

By : _____

Print Name: _____

Title: [Director of Planning and Building]

STATE OF CALIFORNIA)
) ss.
COUNTY OF)

On _____, 2004 before me, _____, a notary public in and for said State, personally appeared _____, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature

(Seal)